

STANDING RULES

SIERRA VISTA WOMAN'CLUB, INC.

1. There is no limit to the number of members.
2. Installation will be held in January.
3. Dues: Active members: \$40.00, Associates: \$50.00.
4. Any new member joining the GFWC Sierra Vista Woman's Club after October 1st each year will pay a \$25.00 initiation fee and \$10.00 dues for the remainder of the current year.
5. Honorary Memberships will be dropped from the Roster when deceased.
6. Attendance of guests at a regular meeting must be by invitation of a member.
7. Members must honor their luncheon reservations.
8. Approved budget will be incorporated in the yearbook.
9. District conventions, workshops or other meetings approved by the Board, registration, lunch and gasoline for the president, or appointed representative and registration for delegates will be paid for by the club.
10. The club will pay for the president's or appointed representatives programmed meals and gasoline costs for State Conventions and GFWC Board of Director's meetings.
11. The club will have fund raising projects as needed annually.
12. The Installing Officer of the club must be a member of a Federated club.
13. The President has in her possession a security box with the charter and other important documents.
14. The signatures of the President, Treasurer and Assistant Treasurer shall be on the Sierra Vista Woman's Club financial account at all times.
15. The chairman and members of Standing Committees will be appointed by the President and the Committee Chairman will remain in office for no more than two years.

BYLAWS OF THE

SIERRA VISTA WOMAN'S CLUB, INC.

Revised June 20, 2015

ARTICLE 1. NAME

The name of this Club shall be Sierra Vista Woman's Club, Inc. (SVWC). It is a member of the General Federation of Women's Club-Arizona and affiliated with the General Federation of Women's Clubs.

ARTICLE 2. OBJECT

The Sierra Vista Woman's Club shall be a woman's volunteer community service organization. Its objective shall be to provide scholarships, participate in community programs and fund local charitable projects.

ARTICLE 3. MEMBERSHIP

1. In accordance with the Bylaws of the General Federation of Women's Clubs-Arizona a prospective member shall complete an application form. Such form will be submitted to the Membership Chairman together with payment of dues and initiation fee.
 - A. A prospective member shall have attended one regular meeting of the Club as a guest and be sponsored by an Active Member of the Club.
 - B. Upon endorsement of the application form by the Membership Chairman, it shall be presented to the Board of Directors for approval.
 - C. Membership becomes effective upon approval of the Board and payment of dues and initiation fee.
2. The membership of the SVWC shall consist of persons who are at least 18 years of age.
3. There shall be three classes of members.
 - A. Active Members
 - a. Active members are expected to support club activities and projects.
 - b. Active members may be granted associate membership upon written request to the Board of Directors, provided such member has been an active member of the Club for three consecutive years immediately preceding such request. The Board of Directors may consider exceptions.
 - B. Associate Members
 - a. Associate members shall be entitled to take part in all activities of the Club and participate in business meetings, but may not make motions nor vote.
 - b. Associate members shall not be required to serve on committees.
 - c. Associate members shall be granted active membership upon the associate member's written request to the Board of Directors.
 - C. Honorary Members
 - a. On approval of the Board of Directors, honorary members shall be elected by a 2/3 vote of the Active Membership present and voting. The names shall have been presented at the previous regular meeting.
4. The SVWC requires its Officers, Board of Directors and Members to observe high standards of ethical conduct in the execution of their duties and responsibilities as required by law and as specified in the Club Bylaws and Standing Rules.
 - A. Confidentiality. Officers, the Board of Directors and members shall not disclose confidential or proprietary information belonging to the SVWC or obtained through their affiliation with the organization, other than to persons who have a legitimate or legal need for such information.
 - B. Conflict of Interest. Officers, the Board of Directors and members shall act in the best interest of the SVWC. They shall be disqualified from acting when they have any actual or potential conflict of interest that may impede or be perceived as impeding their capacity to act in good faith in the best interest of the SVWC.
 - a. Presumption of Conflict. A conflict of interest shall be presumed when:

(1) An Officer or member of the Board of Directors or a member of their immediate family has a close affiliation or interest in an affected organization or company could expect financial gain or loss from the matter being considered by the SVWC.

b. Public Positions. No Officer, Member of the Board of Directors or Members while acting in their official SVWC capacity may take a public position on any issue:

- (1) that is not in the conformity with the official position of the SVWC; or
- (2) on which the SVWC has taken no formal position.

C. Indemnification. SVWC shall indemnify, to the fullest extent permitted by law, a current or former Member of the Board of Directors for liability resulting from acts taken on behalf of the SVWC in their official capacity. An individual shall be entitled to indemnity only to the extent that their conduct was authorized by the SVWC. The Board of Directors shall take actions as may be necessary to authorize an appropriate amount of indemnification, after consulting with legal counsel.

D. Discrimination. SVWC shall not discriminate against any person based on race, color, religion, gender, national origin, disability, age or sexual orientation.

5. All active Members shall have been a member of the Club for six months before sponsoring a candidate for membership
6. A member wishing to sever her connections with the Club should send a written resignation to the Corresponding Secretary.
7. In accordance with the rules of the Arizona and General Federation of Women's Clubs, a transfer of current membership will be accepted from any other General Federated Woman's Club.

ARTICLE 4. DUES

1. The Annual Dues are payable on or before January 1st.
2. New members will be required to pay an initiation fee.
3. Non-payment of dues by February 1st forfeits membership. Reinstatement of membership will require a fee. Refer to the Standing Rules for dollar amount.
4. The fiscal year of the Club shall be from January 1st through December 31st.
5. Transferees shall pay current membership dues from the expiration date of their former membership.

ARTICLE 5. MEMBERSHIP MEETINGS

1. The regular meeting in December shall be known as the Annual Meeting and shall be for the purpose of electing the Board of Directors, receiving reports of officers and committees, and for any other business that may arise.
2. Regular meetings shall be held the first week of each month. If the regular meeting shall fall on a National Holiday, the meeting shall be determined by the Board of Directors/Officers.
3. The Board of Directors/Officers shall select meeting places, and all members shall be notified.

4. Special meetings may be called by the President of the Board of Directors, or upon the written request of ten (10) Active Members, and the Recording Secretary shall be instructed to notify all members. No business shall be transacted except that for which the special meeting was called and which shall have been stated in the call.
5. The Active Members present shall constitute a quorum of any regular meeting. Special meetings shall require ten percent (10%) of the voting members to constitute a quorum.
6. A majority vote of those Active members present and voting carries or rejects a question of normal business. All Active Members shall be advised beforehand of the subject to be voted upon, if it is of more than normal routine importance.
7. There shall be no absentee or proxy voting.

ARTICLE 6. BOARD OF DIRECTORS

1. The Board shall consist of ten (10) Directors. The Directors shall be Active Members of the Club and shall hold the following offices:
 - President
 - First Vice-President
 - Second Vice-President
 - Third Vice-President
 - Recording Secretary
 - Corresponding Secretary
 - Treasurer
 - Assistant Treasurer
 - Parliamentarian
 - Historian.
 - A. The President may appoint a past President to the Board in an advisory capacity.
 - B. The advisor has no vote and will not make a motion.
2. The Board of Directors shall conduct the general business of the Club and set the agenda for Club meetings. It shall report to and be subject to the directives of the Club. It may act for the Club in emergencies.
3. Chairmen and all members of the Club shall act through the Board of Directors on all matters relating to the Club.
4. The Board of Directors shall meet at least once a month at a time and place set at the previous Board meeting. A special meeting may be called by the President, and the members shall be notified by the Recording Secretary.
5. Directors present shall constitute a quorum at any Board meeting. A majority vote of those present carries or rejects a question. There shall be no absentee or proxy voting.
6. Any vacancy occurring in the Board of Directors shall be filled by an affirmative vote of a majority of the remaining Directors
7. A Director may resign at any time upon written notice to the Board. Three consecutive unexcused absences from either regular Board meetings, or monthly membership meetings shall be deemed a resignation.

8. Any Director/Officer, Chairman or agent may be removed by those persons authorized to elect or appoint such Director/Officer, Chairman or agent.

ARTICLE 7. ANNUAL ELECTION OF BOARD OF DIRECTORS

1. Election of the Board of Directors shall be held at the regular December membership meeting.
2. Board of Directors shall be elected for the term of one (1) year concurrent to the fiscal year. Officers shall take possession of their offices upon election.
3. A Director/Officer may not be elected to the same office for more than two consecutive years with the exception of the Treasurer.
4. The Nominating Committee, appointed at the September meeting, shall present a slate of one nominee for each Director position at the November meeting. The presiding officer of the Club will accept nominations from the floor for all offices excepting that of the President, which shall be unopposed. Where there are nominations made from the floor, the consent of the nominee must have been obtained prior to nomination. The vote shall be by ballot and a plurality vote shall elect. If there are no nominations made from the floor, the slate of Directors presented by the Nominating Committee may be elected viva voce.
5. The Nominating Committee
 - A. The Nominating Committee for the year's slate of Board of Directors/Officers shall consist of five members.
Two members of the committee shall be appointed by the President from the Board of Directors at the August Board meeting.
 - C. Three members of the committee shall be elected by the Club membership at the September meeting.
 - D. The Nominating Committee will choose its chairman and present a slate of officers at the October meeting. Nominations from the floor will be accepted at that time. The slate will be presented again at the November meeting. Elections of officers will be at the December meeting. Installation will take place at the January meeting.

ARTICLE 8. DUTIES OF BOARD OF DIRECTORS/OFFICERS.

1. The President shall preside at all meetings and be Chairman of the Board of Directors. She shall supervise plans for expediting the work of the Club and perform such other duties as usually pertain to the Office of President. She shall have power to create and dissolve committees, appoint Chairmen and members of Standing Committees except where otherwise stated in the Bylaws; and may serve in an ex-officio capacity of each, with the exception of the Nominating Committee. She shall keep the official files of the Club and hand the Club Charter to the incoming President at the time of installation.
2. The First Vice-President, in the absence of or upon resignation of the President, shall perform the duties of that office. She shall assist the President in advancing the interests of the Club. She shall be the Board Representative of the Ways and

- Means Committee. She shall as Courtesy Chairman purchase corsages or gifts as needed.
3. The Second Vice-President, in the absence of or upon resignation of the President or the First Vice-President, shall perform the duties of the President or First Vice-President in advancing the interests of the Club. She shall be Dean of Departments and coordinate all programs.
 4. The Third Vice-President shall assume the duties of Membership Chairman and shall accept application forms of prospective new members, together with payment of dues and initiation fees. She shall endorse and present all application forms to the Board of Directors for approval. She will notify new members of their acceptance and take their reservation for the next meeting. She shall present new members for initiation at the first general meeting at which they are present.
 5. The Recording Secretary shall keep a record of all proceedings of the Club and of the Board of Directors meetings. She shall keep an up-to-date listing of all rules (Special and Standing) and Bylaws adopted at the Club Meetings throughout the year and shall furnish such information to those responsible for subsequent printing of rules. She shall notify all members when a Special Meeting is called and state the purpose of the Special Meeting.
 6. The Corresponding Secretary shall write all official correspondence of the Club as directed by the President and shall have charge of such official correspondence. She shall notify the Corporation Commission of a change in Statutory Agent, Amendments to Articles of Incorporation, or change in address.
 7. The Treasurer shall collect and have charge of all monies belonging to the Club, and deposit them in the name of the SVWC in a reliable bank. She shall make an itemized report of all receipts and disbursements at each Board meeting. A summary report may be given at the regular meetings. She shall act as Chairman of the Budget Committee and submit a tentative budget to the Board of Directors at the beginning of each fiscal year. She shall notify each member by November 15th of each year that the annual dues must be paid on or before the January meeting. She shall be bonded by the Club. She shall order and have available for the January meeting, the President's and Past President's pins. She shall make arrangements well in advance with an auditor for an audit of the books between January 1st and February 1st.
 8. The Assistant Treasurer shall assist the Treasurer and act in her absence. She shall be in charge of all meeting arrangements – to include reservations.
 9. The Parliamentarian shall act in an advisory capacity to the President in parliamentary procedure. She shall be Chairman of the Bylaws and Standing Rules Committee.
 10. The Historian shall keep a written updated history of the Club. She shall act as Publicity Chairman and keep an orderly file of all newspapers and magazine clippings regarding Club activities.

ARTICLE 9. DEPARTMENT

1. There shall be the following Departments: The Arts, Conservation, Education, Home Life, International Affairs, Public Affairs and such other departments as may be created by the General Federation of Women's Clubs.
2. The Departments shall submit action program plans for the approval of the Board or membership.

ARTICLE 10. COMMITTEES

1. The Standing Committees shall be:
 - A. Programs: Chaired by the Second Vice President. All Department Chairmen shall be members. The Committee shall review the GFWC and Community Programs being acted upon by the Departments and shall select program presentations for the meetings.
 - B. Ways and Means: The First Vice-President shall be the Board representative to this committee and may chair it at her discretion. The committee shall develop and supervise fund-raising activities.
 - C. Reservations: Chaired by the Assistant Treasurer. The Committee shall telephone members for reservations prior to the general meetings.
 - D. Bylaws and Articles of Incorporation: Chaired by the Parliamentarian. The Committee will consist of the Parliamentarian, one Past President and three Club Members. The Committee shall make recommendations to the Board of Directors for updating, revision and additions or Articles of Incorporation. Standing Rules revisions or additions will be recommended to the membership by the Board of Directors.
 - E. Budget: Chaired by the Treasurer. The Committee shall consist of five members: the President, a Past President, the Treasurer, and the Assistant Treasurer.
2. Other Committees shall be appointed by the President as necessary to carry on the work of the Club.

ARTICLE 11. STATUTORY AGENT

- A. Statutory Agent shall be appointed by the President to be an agent of the Club and upon whom any process, notice, or demand required or permitted by law to be served upon the Club, may be served. The Statutory Agent shall present the serve to the Board of Directors for action. The Statutory shall serve for an unlimited time. Upon resignation or change of address of the Statutory Agent, the Corporation Commission must be notified by the Corresponding Secretary. The Statutory Agent shall keep a record of names and addresses of all Club members who are eligible to vote.

ARTICLE 12. PARLIAMENTARY AUTHORITY

The rules contained in Robert's Rules of Order Newly Revised shall govern the Club in which they are not consistent with these Bylaws.

ARTICLE 13. INSURANCE

The Club shall carry a Liability Insurance Policy.

ARTICLE 14. AMENDMENTS

The Bylaws and Articles of Incorporation may be amended at any regular meeting of the Club by a 2/3 vote of the active members present and voting provided notice of the proposed amendment has been given at the previous regular meeting of the Club.